

## **Draft 1 - By-Laws of the Albany Historic District, Decatur, AL**

### **Article I - Definition of the Albany Historic District**

1. The Albany Historic District, hereinafter referred to as Albany, is an area in the City of Decatur, Alabama, the geographical area of which is shown on Attachment 1 (Boundaries of Albany Historic District) of this document.

### **Article II – Purposes and Mission**

1. To recognize and promote the historic value of Albany to its residents, the citizens of Decatur, and the people of the State of Alabama.
2. To preserve Albany from deterioration by neglect, indifference, or carelessness.
3. To protect Albany from any decisions or acts of public officials or private persons that would threaten the residential and historic character of the neighborhood.
4. To encourage a spirit of neighborliness among the residents of Albany and to foster ties with surrounding neighborhoods.
5. Mission: For over 45 years, the Albany Historic District has pursued our mission to preserve and promote the heritage of Albany. Our founders believed that with a solid grounding in the past, we can better look toward the future. We still believe history helps people of all ages explore and appreciate their past, learn about themselves, and empower their decision making. We believe history provides a sense of place that connects people to each other and to their community. Moreover, we believe knowledge of history is vital to a civil society and provides current and future leaders with tools for facing each era’s challenges. The Albany Historic District strives to help you find your own place in our shared story of Albany.

### **Article III - Membership**

1. The right to membership shall automatically be extended to any household whose members are residents of or property owners in Albany and who have paid annual dues.
2. Each member household shall have the right to one vote per household at the annual and special meetings. Regular members 18 years of age and older shall have the right to hold office.

### **Article IV – Dues**

Members’ annual dues shall be established each year by the Board of Directors, as shall the date by which such dues must be paid (the “Payment Date”). Any member who fails to pay his or her dues within thirty (30) days following the Payment Date shall cease to be a member of the Organization upon the expiration of said thirty (30)-day period.

**Article V - Officers and Members of the Board of Directors**

1. The government of this Organization shall be vested in a Board of Directors consisting of six officers, street alderman and chairmen of significant committees.
2. Officers of the Board of Directors shall be President, Vice-President, Secretary, Treasurer, Historian, and the immediate Past President who shall serve ex-officio as an officer of the Board
3. A quorum of at least eight (8) members of the Board of Directors must be present for the Board to take a binding vote. The Board of Directors shall manage the affairs and assets of this Organization. A majority vote is required to approve all expenditures over \$100.00, but never in excess of available funds. Expenditures under \$100.00 may be approved by the President but must be reported to the next Board meeting. The Board shall have the power to discuss and review items of business.
4. Any member who is absent from three consecutive meetings of the Board of Directors shall be subject to removal from office by majority vote of the Board.
5. In the event of a vacancy in any office, the Board of Directors shall have the power to fill such a vacancy until the next annual election.
6. The Board of Directors shall hold regular monthly meetings except during the month of December. The time and place of regular Board meetings shall be published periodically in the Organization's Newsletter. Any member of the Organization may attend and speak at these meetings, but only members of the Board of Directors may vote.
7. The President may call an emergency meeting of the Board at such times as may be required. The time and place of such meeting shall be announced on the electronic communication service as soon as practicable.
8. In the event of a need for a timely vote on an issue or expenditure outside of a regular board meeting, and if deemed impractical to reach a quorum for a special session, the President may conduct an "electronic vote" of the board provided that the following criteria are met:
  - a. Topics of expense are limited to \$3000 or less;
  - b. A quorum of at least 8 board members must participate in the request for a vote;
  - c. Of those participating in the vote, a majority must be reached ;
  - d. The motion must allow no less than 24 hours for a vote but can include more time as established in the request for a vote;
  - e. The results of the electronic vote are read into the following meeting's minutes as official documentation and copies of each electronic message are attached to the minutes.

**Article VI - Duties of Officers**

1. **President** - The President shall be the Chief Executive Officer of this Organization. The President shall distribute an agenda for, and preside at, all meetings of the Organization and its Board of Directors, and shall call such meetings as the President deems necessary. It shall be the President's duty to exercise general supervision over the activities of the Organization in accordance with these Bylaws and with such policies as the Organization may, from time to time, adopt. The President shall be an ex-officio member of all committees.
2. **Vice President** - The Vice President shall perform such duties as may, from time to time, be assigned by the President. In case of the death, disability, or absence of the President, the Vice President shall be vested with all the powers and perform all the duties of the President, including presiding at meetings of the members and of the Board of Directors. The Vice President shall be an ex-officio member of all committees.
3. **Secretary** - The Secretary shall perform various stenographic assignments as requested by the President. The Secretary shall take minutes and record attendance of all meetings. The Secretary shall control all current records of the Organization unless the Board of Directors provides otherwise and shall convey other records not in use to the Historian.
4. **Treasurer**  
The Treasurer shall receive and disburse the funds of the Organization. The Treasurer shall maintain an accurate and up-to-date list of all member households. The Treasurer shall keep and preserve proper vouchers and books of account which shall be open to inspection by the Board and subject to audit at any time by an Auditing Committee duly appointed by the President. The Treasurer shall deposit funds of the Organization in such banks as may be approved by the Board and shall disburse money only upon approval by the Board. The Treasurer shall prepare an annual budget for presentation to the Board and shall submit an annual financial report to the Organization and such other reports as may be requested by the Board of Directors.
5. **Historian** - The Historian shall keep in orderly fashion all reports, newspaper clippings, and other pertinent records related to this Organization and shall arrange for suitable secure archiving of these records.

**Article VII - Conflict of Interest**

1. Board members and any persons who may be employed from time to time by this Organization shall avoid conflicts of interest and any conduct that may suggest the appearance of impropriety when exercising their responsibility to this Organization. Board members and employees shall not benefit directly or indirectly from this Organization's activities except in their role as board members or employees.

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### **Article VIII - Nominations and Elections**

1. Prior to the Annual Meeting, the President shall appoint a Nominating Committee of three (3) board members of the Organization, who shall prepare a slate of candidates, and who shall ascertain the eligibility and willingness of their nominees to serve in these positions.
2. The report of the Nominating Committee shall be published in the Organization's Newsletter with the annual meeting notice.
3. At the annual meeting the Nominating Committee shall present their slate for approval. Prior to the election, nominations may be made by members from the floor.
4. Election of officers shall be held at the annual meeting, and they shall take office January 1 of the year following their election. The President, Vice President, Secretary, Treasurer, and Historian shall serve one year. No officer may hold more than one position.
5. If there are nominations from the floor, the sequence of elections shall be as follows: President, Vice President, Secretary, Treasurer, and Historian.
6. A majority of the votes cast by voting households of the Organization present shall be necessary to elect a slate or any nominee. Candidates securing a majority of the votes cast shall be elected. In the event that no candidate secures a majority of the votes cast, then the candidate with the lowest number of votes shall be removed from the ballot. The election shall be repeated in this fashion until all positions are filled.

### **Article IX - Meetings**

1. The Annual Meeting of this Organization shall be held the first Monday in November. The time and place of the Annual Meeting shall be announced at least one month before via the Organization's Newsletter. The announcement of the Annual Meeting shall be distributed to each address in Albany and shall prominently display the following statement; "Notice of the Annual Meeting of the membership of the Albany Historic District." Persons distributing the Newsletter containing this notice shall use their best efforts to deliver to each household.
2. Special Meetings of the Organization may be called at any time by the President, or by any four members of the Board of Directors, or upon the request of any twenty dues-paying households in the Organization. The time and place of Special Meetings shall be announced to the membership at least ten days and not more than thirty days prior to the meeting. This announcement of a Special Meeting shall be distributed to each address in Albany and shall prominently display the following statement; "Notice of a Special Meeting of the membership of the Albany Historic District." Persons distributing this notice shall use their best efforts to deliver to each household.

**Article X - Committees**

1. The President, with the approval of the Board of Directors, may appoint and dismiss committees and their Chairmen in order to further the purposes of this Organization.
  - a. The Communications Committee shall prepare the Organization's Newsletter and such other printed or electronic publications, including electronic mailing lists and web sites, as directed by the Board of Directors. Persons responsible for each publication, such as Newsletter editor, webmaster and mailing list moderator, shall automatically be members of the Committee. A member of the Board shall be appointed as liaison between the Committee and the Board to ensure that issues are brought to the Board in a timely fashion. The Communications Committee shall review guidelines for each medium at least once per year to ensure that all communications media are meeting the needs of the community and that they remain consistent with the Organization's purposes and restrictions. Changes to the guidelines shall be approved by the Board of Directors.
  - b. The Goals Committee shall receive and make recommendations to the Board of Directors for establishing and maintaining the long-range goals for Albany. Goals should be reviewed annually.
  - c. The Community Development Committee shall work to maintain the historic character and improve the livability of Albany by working to ensure that 1) land development in and near Albany benefits the neighborhood, 2) action by the City and other governmental entities benefits the neighborhood, and 3) the condition and use of buildings in Albany are maintained to standards required by law. The Committee shall be authorized to make recommendations to the Board of Directors relating to the operation of a revolving fund, established for the purpose of furthering the restoration of Albany and its environs, and maintaining the area's historic character.
  - d. The Social Committee shall encourage a spirit of neighborliness among the residents of Albany by organizing social activities. This committee is also responsible for identifying and welcoming new neighbors.
  - e. The Children's Committee shall organize children's activities and provide support for families with children in Albany.
  - f. The Safety Committee shall monitor crime affecting Albany, work with local law enforcement agencies to find ways to combat crime, and provide information on crime prevention to the residents of Albany through the city's Community Watch Program.
2. The President or the Board of Directors shall have the power and authority to create such other committees as it deems to be in the best interest of the Organization and its members.

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3. Each committee shall submit an annual work plan and budget request to the President and the Treasurer, prior to a date specified by the President.

### **Article XI - Official Communications**

1. The Organization shall publish a Newsletter which shall be the official publication of Albany. As practicable, the Organization shall also maintain a web site and electronic mailing list (e.g., "NextDoor"). The board may set guidelines for appropriate content and moderate their use.
2. The Newsletter shall be published at least once a year, prior to the annual meeting, and at such other times as meeting notices and news of interest to members require.
3. One copy of each issue of the Newsletter shall be distributed to each address in Albany. Persons distributing the Newsletter shall use their best efforts to deliver to each household.

### **Article XII - Restrictions**

1. The Organization shall be non-partisan and non-sectarian, and shall not discriminate on the basis of race, creed, color, sex, national origin, age, handicap or sexual orientation.
2. The Organization is committed to personal interactions that are free of sexual harassment. Improper conduct by Board members, donors and volunteers, including expressed or implied requests for sexual favors, unwelcome physical contact, and offensive verbal comments, is unacceptable.

### **Article XIII - Amendments**

1. Any member may propose amendments to these Bylaws. Proposed amendments should be submitted in writing to the Secretary and shall be included in the Organization's Newsletter.
2. Amendments may be proposed and approved at Annual Meetings. Amendments may be approved at special meetings only if they have been previously circulated to the membership in writing, along with the announcement of the meeting as required by Article VIII.
3. The affirming votes of two-thirds of the member households of the Organization present and voting shall be required for the adoption of each amendment to the Bylaws.

### **Article XIII - Parliamentary Authority**

1. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Organization and the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Organization or the Board of Directors shall adopt.

Attachment 1 – Boundaries of Albany Historic District

